

**Exhibit III**

**Fee Application for the period  
May 1, 2009 through May 31, 2009**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

W. R. Grace & Co. et al.<sup>1</sup>;

Debtors.

Chapter 11

Case No. 01-01139 (JKF)

Jointly Administered

Objection Deadline:

September 8, 2009 at 4:00 p.m.

Hearing date: To be scheduled only if objections  
are timely filed and served.

NOTICE OF FILING OF MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Capstone Advisory Group, LLC ("Capstone"), financial advisors to the Official Committee of Unsecured Creditors of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served its Sixty-Fourth Interim Application for Allowance of Compensation and for Services Rendered and Reimbursement of Expenses

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Date Filed: 8/19/2009

Docket No: 22871

Incurred for the period from May 1, 2009 through May 31, 2009 (the “Monthly Fee Application”). Capstone is seeking compensation in the amount of \$62,307.20, representing 80% of \$77,884.00, which is the total amount of fees incurred, and reimbursement for actual and actual and necessary expenses in the amount of \$241.67.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **September 8, 2009 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, Theodore L. Freedman, Esquire, Kirkland & Ellis, Citigroup Center, 13 East 53rd Street, New York, New York 10022-4611 (fax number 212-446-4800), and James E. O’Neill, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801) (fax number 302-652-4400), and Janet S. Baer, Esquire, The Law Offices of Janet S. Baer, P.C., 70 West Madison Street, Suite 2100, Chicago, Illinois 60602 (Fax number 312-641-2165); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod LLP, Wachovia Building, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official

Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755) and Mark Hurford, Esquire, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (fax number 212-715-8000), and Teresa K.D. Currier, Esquire, Saul Ewing LLP, 222 Delaware Avenue, Wilmington, Delaware 19801 (Fax number 302-421-6813); (vii) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (viii) the Fee Auditor, Stephen L. Bossay, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 1250, Dallas, TX 75201 (Fax number 214-722-0081).

Dated: August 19, 2009  
Wilmington, DE

**RESPECTFULLY SUBMITTED,**

/s/ Michael R. Lastowski

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Co-Counsel for the Official Committee of  
Unsecured Creditors of W. R. Grace & Co., et al.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & Co., <u>et al.</u> ,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors	)	
_____	)	

**SIXTY-FOURTH INTERIM APPLICATION OF CAPSTONE ADVISORY GROUP,  
LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
(FOR THE PERIOD FROM MAY 1, 2009 THROUGH MAY 31, 2009)**

Name of Applicant:	Capstone Advisory Group, LLC (formerly known as Capstone Corporate Recovery, LLC)
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	June 8, 2004 ( <u>nunc pro tunc</u> to February 4, 2004)
Period for which compensation and reimbursement is sought:	May 1, 2009 through May 31, 2009
Amount of Compensation sought as actual, reasonable and necessary (80% of \$77,884.00):	\$ 62,307.20
Amount of Expense Reimbursement sought as actual, reasonable and necessary (100%):	<u>241.67</u>
Total Amount Due:	\$ 62,548.87

Capstone replaced FTI Consulting, Inc. ("FTI") as financial advisors to the Official Committee of Unsecured Creditors, nunc pro tunc to February 4, 2004, so ordered by the Court on June 8, 2004.

The total time expended and included herein for the March and April 2009 monthly fee statements, as well as the 21<sup>st</sup> Quarterly Fee Application was 9.5 hours and corresponding compensation requested is \$2,618.00.

This is the Sixty-Fourth Interim Application filed by Capstone. Disclosure for the current period and prior periods is as follows:

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**ATTACHMENT A  
TO FEE APPLICATION**

<b>Date Filed (on or about)</b>	<b>Period Covered</b>	<b>Fees (100%)</b>	<b>Expenses (100%)</b>	<b>Fees (80% of requested fees)</b>
June 10, 2004	February 4, 2004 through February 29, 2004	\$94,882.00	\$3,932.07	\$75,905.60
June 10, 2004	March 1, 2004 through March 31, 2004	\$136,415.50	\$1,819.00	\$109,132.40
<b>Totals First Quarterly</b>	<b>February 4, 2004 through March 31, 2004</b>	<b>\$231,297.50</b>	<b>\$5,751.07</b>	<b>\$185,038.00</b>
June 12, 2004	April 1, 2004 through April 30, 2004	\$61,925.00	\$678.33	\$49,540.00
July 13, 2004	May 1, 2004 Through May 31, 2004	\$32,665.00	\$477.15	\$26,132.00
August 5, 2004	June 1, 2004 through June 30, 2004	\$106,470.50	\$1,119.63	\$85,176.40
<b>Totals Second Quarterly</b>	<b>April 1, 2004 through June 30, 2004</b>	<b>\$201,060.50</b>	<b>\$2,275.11</b>	<b>\$160,848.40</b>
August 31, 2004	July 1, 2004 through July 31, 2004	\$68,533.50	\$667.60	\$54,826.80
September 24, 2004	August 1, 2004 through August 31, 2004	\$99,215.50	\$1,341.49	\$79,372.40
October 28, 2004	September 1, 2004 through September 30, 2004	\$44,918.25	\$658.72	\$35,934.60
<b>Totals Third Quarterly</b>	<b>July 1, 2004 through September 30, 2004</b>	<b>\$212,667.25</b>	<b>\$2,667.81</b>	<b>\$170,133.80</b>

**SIXTY-FOURTH INTERIM APPLICATION OF CAPSTONE ADVISORY GROUP, LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
(FOR THE PERIOD FROM MAY 1, 2009 THROUGH MAY 31, 2009)**

<b>Date Filed (on or about)</b>	<b>Period Covered</b>	<b>Fees (100%)</b>	<b>Expenses (100%)</b>	<b>Fees (80% of requested fees)</b>
December 6, 2004	October 1, 2004 through October 31, 2004	\$57,592.50	229.77	\$46,074.00
December 22, 2004	November 1, 2004 through November 30, 2004	\$84,366.50	\$745.91	\$67,493.20
January 28, 2005	December 1, 2004 Through December 31, 2004	\$82,351.00	\$ 1,943.96	\$65,880.80
<b>Totals Fourth Quarterly</b>	<b>October 1, 2004 through December 31, 2004</b>	<b>\$224,310.00</b>	<b>\$2,919.64</b>	<b>\$179,448.00</b>
February 25, 2005	January 1, 2005 through January 31, 2005	\$69,477.00	\$276.18	\$55,581.60
March 29, 2005	February 1 through February 28, 2005	\$77,228.50	\$1,727.60	\$61,782.80
May 6, 2005	March 1, 2005 through March 31, 2005	\$126,012.00	\$ 494.94	\$100,809.60
<b>Totals Fifth Quarterly</b>	<b>January 1, 2005 through March 31, 2005</b>	<b>\$272,717.50</b>	<b>\$2,498.72</b>	<b>\$218,174.00</b>
June 3, 2005	April 1, 2005 through April 30, 2005	\$ 87,936.00	\$ 435.16	\$ 70,348.80
July 6, 2005	May 1, 2005 through May 31, 2005	\$119,435.00	\$1,275.00	\$ 95,548.00
July 15, 2005	June 1, 2005 through June 30, 2005	\$89,859.00	\$542.69	\$71,887.20



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<b>Date Filed (on or about)</b>	<b>Period Covered</b>	<b>Fees (100%)</b>	<b>Expenses (100%)</b>	<b>Fees (80% of requested fees)</b>
<b>Totals Sixth Quarterly</b>	<b>April 1, 2005 through June 30, 2005</b>	<b>\$297,230.00</b>	<b>\$2,252.85</b>	<b>\$237,784.00</b>
September 19, 2005	July 1, 2005 through July 31, 2005	\$90,014.50	\$621.03	\$72,011.60
October 7, 2005	August 1, 2005 through August 31, 2005	\$126,233.00	\$1,532.46	\$100,986.40
October 31, 2005	September 1, 2005 through September 30, 2005	75,983.50	\$482.03	\$60,786.80
<b>Totals Seventh Quarterly</b>	<b>July 1, 2005 through September 30, 2005</b>	<b>\$292,231.00</b>	<b>\$2,635.52</b>	<b>\$233,784.80</b>
December 16, 2005	October 1, 2005 through October 31, 2005	95,742.50	\$750.36	76,594.00
December 30, 2005	November 1, 2005 through November 30, 2005	\$118,062.00	\$1,119.74	\$94,449.60
February 9, 2006	December 1, 2005 through December 31, 2005	\$122,018.50	\$938.82	\$97,614.80
<b>Totals Eighth Quarterly</b>	<b>October 1, 2005 through December 31, 2005</b>	<b>\$335,823.00</b>	<b>\$2,808.92</b>	<b>\$268,658.40</b>
March 21, 2006	January 1, 2006 through January 31, 2006	\$85,745.00	\$631.01	\$68,596.00
April 20, 2006	February 1, 2006 through February 28, 2006	\$173,916.50	\$2,359.69	\$139,133.20

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(FOR THE PERIOD FROM MAY 1, 2009 THROUGH MAY 31, 2009)**

<b>Date Filed (on or about)</b>	<b>Period Covered</b>	<b>Fees (100%)</b>	<b>Expenses (100%)</b>	<b>Fees (80% of requested fees)</b>
May 9, 2006	March 1 through March 31, 2006	\$141,040.50	\$1,017.99	\$112,832.40
<b>Totals Ninth Quarterly</b>	<b>January 1, 2006 through March 31, 2006</b>	<b>\$400,702.00</b>	<b>\$4,008.69</b>	<b>\$320,561.60</b>
May 23, 2006	April 1, 2006 through April 30, 2006	\$125,055.00	\$1,929.46	\$100,044.00
June 21, 2006	May 1, 2005 Through May 31, 2006	\$146,396.50	\$965.43	\$117,117.20
July 20, 2006	June 1, 2006 Through June 30, 2006	\$140,368.50	\$1,263.86	\$140,368.50
<b>Totals Tenth Quarterly</b>	<b>April 1, 2006 through June 30, 2006</b>	<b>\$411,820.00</b>	<b>\$4,158.75</b>	<b>\$329,456.00</b>
	Adjustment for July photocopies		\$(6.55)	
August 25, 2006	July 1, 2006 through July 31, 2006	\$102,449.00	\$566.51	\$ 81,959.20
October 2, 2006	August 1, 2006 Through August 31, 2006	\$111,154.00	\$505.01	\$88,923.20
November 13, 2006	September 1, 2006 through September 30, 2006	\$75,103.50	\$633.57	\$ 60,082.80
<b>Totals Eleventh Quarterly</b>	<b>July 1, 2006 through September 30, 2006</b>	<b>\$288,706.50</b>	<b>\$1,698.54</b>	<b>\$230,965.20</b>

**SIXTY-FOURTH INTERIM APPLICATION OF CAPSTONE ADVISORY GROUP, LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
(FOR THE PERIOD FROM MAY 1, 2009 THROUGH MAY 31, 2009)**

<b>Date Filed (on or about)</b>	<b>Period Covered</b>	<b>Fees (100%)</b>	<b>Expenses (100%)</b>	<b>Fees (80% of requested fees)</b>
December 20, 2006	October 1, 2006 Through October 31, 2006	\$63,155.50	\$206.40	\$50,524.40
January 22, 2007	November 1, 2006 Through November 30, 2006	\$98,985.50	\$809.09	\$79,997.40
March 20, 2007	December 1, 2006 Through December 31, 2006	\$59,630.50	\$381.70	\$47,704.40
<b>Totals Twelfth Quarterly</b>	<b>October 1, 2006 through December 31, 2006</b>	<b>\$221,771.50</b>	<b>\$1,397.19</b>	<b>\$177,417.20</b>
April 20, 2007	January 1, 2007 through January 31, 2007	\$55,703.00	\$ 166.00	\$44,562.40
April 20, 2007	February 1, 2007 through February 28, 2007	\$87,120.50	\$ 344.89	\$69,696.40
June 29, 2007	March 1, 2007 through March 31, 2007	\$119,047.50	\$472.38	\$95,238.00
<b>Totals Thirteenth Quarterly</b>	<b>January 1, 2007 through March 31, 2007</b>	<b>\$261,871.00</b>	<b>\$983.27</b>	<b>\$209,496.80</b>
June 29, 2007	April 1, 2007 through April 30, 2007	\$77,267.00	\$221.70	\$61,813.60
July 3, 2007	May 1, 2007 through May 31, 2007	\$101,181.00	\$838.49	\$80,944.80
August 31, 2007	June 1, 2007 through June 30, 2007	\$90,040.50	\$744.21	\$72,032.40
<b>Totals Fourteenth Quarterly</b>	<b>April 1, 2007 Through June 30, 2007</b>	<b>\$268,488.50</b>	<b>\$1804.40</b>	<b>\$214,790.80</b>

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(FOR THE PERIOD FROM MAY 1, 2009 THROUGH MAY 31, 2009)**

<b>Date Filed (on or about)</b>	<b>Period Covered</b>	<b>Fees (100%)</b>	<b>Expenses (100%)</b>	<b>Fees (80% of requested fees)</b>
October 23, 2007	July 1, 2007 through July 31, 2007	\$78,971.00	\$636.29	\$63,176.80
October 23, 2007	August 1, 2007 through August 31, 2007	\$74,596.00	\$184.06	\$59,676.80
November 7, 2007	September 1, 2007 through September 30, 2007	\$78,887.50	\$396.82	\$63,110.00
<b>Total Fifteenth Quarterly</b>	<b>July 1, 2007 through September 30, 2007</b>	<b>\$232,454.50</b>	<b>\$1217.17</b>	<b>\$185,963.60</b>
January 23, 2008	October 1, 2007 through October 31, 2007	\$51,391.50	\$293.56	\$41,113.20
January 23, 2008	November 1, 2007 through November 30, 2007	\$82,993.00	\$407.99	\$66,394.40
February 7, 2008	December 1, 2007 through December 31, 2007	\$53,730.50	\$308.15	\$42,984.40
<b>Totals Sixteenth Quarterly</b>	<b>October 1, 2007 Through December 31, 2007</b>	<b>\$188,115.00</b>	<b>\$1009.70</b>	<b>\$150,492.00</b>
March 4, 2008	January 1, 2008 through January 31, 2008	\$62,899.50	\$174.14	\$50,319.60
April 14, 2008	February 1, 2008 through February 29, 2008	\$83,686.00	\$423.31	\$66,948.80
May 23, 2008	March 1, 2008 through March 31, 2008	\$88,842.50	\$442.15	\$64,674.00

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<b>Totals Seventeenth Quarterly</b>	<b>January 1, 2008 Through March 31, 2008</b>	<b>\$227,428.00</b>	<b>\$1,039.60</b>	<b>\$181,942.40</b>
June 26, 2008	April 1, 2008 through April 30, 2008	\$ 93,943.50	\$325.30	\$ 75,154.80
July 10, 2008	May 1, 2008 through May 31, 2008	\$ 56,076.00	\$167.26	\$ 44,860.80
September 12, 2008	June 1, 2008 through June 30, 2008	\$ 63,873.50	\$491.33	\$ 51,098.80
<b>Totals Eighteenth Quarterly</b>	<b>April 1, 2008 Through June 30, 2008</b>	<b>\$213,893.00</b>	<b>\$983.89</b>	<b>\$171,114.40</b>
September 25, 2008	July 1, 2008 through July 31, 2008	\$ 57,490.50	\$210.86	\$ 45,992.40
October 17, 2008	August 1, 2008 through August 31, 2008	\$133,751.00	\$1,428.75	\$107,000.80
November 20, 2008	September 1, 2008 through September 30, 2008	\$113,184.00	\$969.07	\$90,547.20
<b>Totals Nineteenth Quarterly</b>	<b>July 1, 2008 Through September 30, 2008</b>	<b>\$304,425.50</b>	<b>\$2,608.68</b>	<b>\$243,540.40</b>
November 21, 2008	October 1, 2008 through October 31, 2008	\$99,906.00	\$334.18	\$79,924.80
February 2, 2009	November 1, 2008 through November 30, 2008	\$71,533.50	\$310.00	\$57,226.80
February 3, 2009	December 1, 2008 through December 31, 2008	\$50,297.00	\$305.01	\$ 40,237.60

**SIXTY-FOURTH INTERIM APPLICATION OF CAPSTONE ADVISORY GROUP, LLC, FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
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<b>Totals Twentieth Quarterly</b>	<b>October 1, 2008 through December 31, 2008</b>	<b>\$221,736.50</b>	<b>\$949.19</b>	<b>\$177,389.20</b>
April 2, 2009	January 1, 2009 through January 31, 2009	\$51,710.50	\$167.65	\$41,368.40
April 2, 2009	February 1, 2009 through February 28, 2009	\$49,214.50	\$182.61	\$39,371.60
April 23, 2009	March 1, 2009 through March 31, 2009	\$80,353.50	\$338.04	\$64,282.80
<b>Totals Twenty-First Quarterly</b>	<b>January 1, 2009 through March 31, 2009</b>	<b>\$181,278.50</b>	<b>\$688.30</b>	<b>\$145,022.80</b>
June 3, 2009	April 1, 2009 through April 30, 2009	\$57,014.50	\$215.56	\$45,611.60
August 18, 2009	May 1, 2009 through May 31, 2009	\$77,884.00	\$241.67	\$62,307.20

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**ATTACHMENT B**

1. Summary of Fees by Professional
2. Summary of Fees by Task Code
3. Detailed Task Descriptions
4. Summary of Expenses

**W.R. Grace & Co.**  
**Capstone Advisory Group, LLC**  
**Summary of Fees by Professional**  
**For the Period 5/1/09 through 5/31/09**

<b>Professional</b>	<b>Position</b>	<b>Billing Rate</b>	<b>Hours</b>	<b>Fees</b>
E. Ordway	Member	\$710	10.50	\$7,455.00
S. Cunningham	Member	\$710	13.30	\$9,443.00
R. Frezza	Consultant	\$625	38.00	\$23,750.00
J. Dolan	Consultant	\$420	87.40	\$36,708.00
N. Backer	Paraprofessional	\$110	4.80	\$528.00
<b>For the Period 5/1/09 through 5/31/09</b>			<b>154.00</b>	<b>\$77,884.00</b>



**W.R. Grace & Co.**  
**Capstone Advisory Group, LLC**  
**Summary of Fees by Task Code**  
**For the Period 5/1/09 through 5/31/09**

<b>Task Code</b>	<b>Task Description</b>	<b>Hours</b>	<b>Fees</b>
03. Claims Analysis & Valuation	During the Fee Application period, the Applicant prepared various analyses of claims and prepared various accrued interest scenarios in relation to the POR and Disclosure Statement.	21.40	\$10,713.50
04. Creditor Committee Matters	During the Fee Application period, the Applicant read and analyzed recent docket submissions and counsel reports regarding the POR, hearings and Libby trial, and participated in Committee meetings.	15.50	\$8,447.00
05. Employee Matters/KERP/Other	During the Fee Application period, the Applicant read and analyzed motions and exhibits related to the ERISA settlement and pension funding and prepared reports to the Committee thereon.	30.60	\$16,025.50
07. Fee Applications & Invoices	During the Fee Application Period, the Applicant prepared the March and April monthly and 21 <sup>st</sup> quarterly fee statements.	9.50	\$2,618.00
08. Financial Analysis - Schedules & Statements	During the Fee Application Period, the Applicant analyzed data regarding the monthly and 1Q09 quarterly results by comparing sales, EBIT, and gross margin to Plan and prior year, as well as a review of industry reports and prepared a report to the Committee thereon.	31.70	\$14,984.50
09. Financial Analysis - Business Plan	During the Fee Application Period, the Applicant prepared various analyses related to the 2009 Plan And commentary and prepared a report to the Committee thereon.	17.10	\$9,448.00
15. Plan & Disclosure Statement	During the Fee Application Period, the Applicant read and analyzed the POR, Disclosure Statement and related exhibits and prepared numerous analyses at the request of Counsel.	12.50	\$7,818.50
19. Tax Issues	During the Fee Application Period, the Applicant prepared a report to the Committee related to the Specified Liability Loss Motion and related exhibits.	15.70	\$7,829.00
<b>For the Period 5/1/09 through 5/31/09</b>		<b>154.00</b>	<b>\$77,884.00</b>

**W.R. Grace & Co.  
Capstone Advisory Group, LLC  
Detailed Time Description by Task Code  
For the Period 5/1/09 through 5/31/09**

<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Detailed Time Description</b>
03. Claims Analysis & Valuation			
5/20/2009	R. Frezza	1.00	Prepared interest scenarios and other value scenario analyses at the request of counsel.
5/21/2009	S. Cunningham	2.00	Read and analyzed interest calculations.
5/21/2009	R. Frezza	1.50	Prepared interest scenarios and other value scenario analyses at the request of counsel.
5/21/2009	J. Dolan	2.90	Prepared interest scenarios at the request of counsel.
5/22/2009	E. Ordway	1.20	Directed staff in analyzing interest rate calculations.
5/22/2009	J. Dolan	5.90	Prepared various interest scenarios at the request of counsel.
5/26/2009	J. Dolan	1.90	Prepared various interest scenarios at the request of counsel.
5/26/2009	J. Dolan	0.80	Updated interest analyses as requested by counsel.
5/27/2009	J. Dolan	1.70	Updated interest scenarios at the request of counsel.
5/27/2009	E. Ordway	0.70	Reviewed updated interest calculations prepared by staff as well as prior calculations.
5/27/2009	R. Frezza	0.40	Confer with counsel on interest scenarios and various other analyses involving GUC's and related interest.
5/29/2009	J. Dolan	1.40	Prepared counsel requested interest scenarios.
Subtotal		21.40	
04. Creditor Committee Matters			
5/1/2009	J. Dolan	0.60	Discussed criminal trial update with counsel.
5/4/2009	J. Dolan	0.90	Read and analyzed recent docket submissions.
5/8/2009	E. Ordway	0.30	Read information regarding Libby trial.
5/8/2009	S. Cunningham	3.10	Reviewed Libby criminal information.

<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Detailed Time Description</b>
5/11/2009	J. Dolan	0.80	Read and analyzed recent docket submissions.
5/14/2009	E. Ordway	0.40	Read counsel's report on court hearings.
5/14/2009	R. Frezza	1.50	Read/analyzed and discussed with counsel updates on omnibus hearing topics.
5/14/2009	J. Dolan	0.80	Read and analyzed counsel's memo and distribution of the Plan Supplement.
5/26/2009	J. Dolan	1.40	Read and analyzed recent docket submissions.
5/26/2009	J. Dolan	0.50	Read and analyzed Memorandum Opinion.
5/28/2009	R. Frezza	1.30	Prepared for and participated in call with Committee re: update.
5/28/2009	J. Dolan	2.10	Prepared for and participated in Committee call.
5/28/2009	E. Ordway	0.90	Participated in Committee conference call.
5/29/2009	J. Dolan	0.90	Read and analyzed counsels' draft appeal.
Subtotal		15.50	

## 05. Employee Matters/KERP/Other

5/1/2009	R. Frezza	1.30	Read and analyzed ERISA motion.
5/4/2009	R. Frezza	1.40	Prepared ERISA Motion analysis and developed questions for the Debtors.
5/4/2009	J. Dolan	0.90	Analyzed data in motion and exhibits related to ERISA litigation settlement and prepared list of questions for Debtors.
5/4/2009	J. Dolan	2.50	Read and analyzed final motion and related exhibits for ERISA settlement.
5/5/2009	J. Dolan	3.20	Prepared analyses and report to the Committee related to ERISA litigation settlement.
5/5/2009	R. Frezza	0.90	Prepared analyses and report related to ERISA Motion.
5/6/2009	R. Frezza	1.00	Continued analysis and discussion re:ERISA settlement.
5/7/2009	J. Dolan	4.20	Prepared analyses and related report regarding the ERISA litigation settlement motion and exhibits.
5/7/2009	E. Ordway	0.80	Analyzed data related to ERISA litigation.
5/8/2009	E. Ordway	0.50	Continued to analyze ERISA data.
5/11/2009	J. Dolan	1.90	Made revisions to ERISA report based on internal review and additional information received from Debtors.

<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Detailed Time Description</b>
5/11/2009	S. Cunningham	2.30	Read and analyzed ERISA settlement issues.
5/11/2009	R. Frezza	1.00	Prepared report to the Committee regarding ERISA.
5/12/2009	R. Frezza	2.10	Call with Company on ERISA settlement; finalized memo; discussed ERISA and other matters with counsel.
5/12/2009	J. Dolan	2.20	Revised report to the Committee related to ERISA Settlement based on internal review, counsel review and conference call with Debtors.
5/13/2009	S. Cunningham	1.30	Read and analyzed ERISA settlement report.
5/13/2009	J. Dolan	1.30	Finalized report to the Committee related to ERISA Settlement, incorporating counsel comments and distributed to Committee.
5/21/2009	J. Dolan	1.20	Read and analyzed pension funding motion and reviewed prior motions.
5/26/2009	E. Ordway	0.60	Read and analyzed pension funding motion and related documents.
Subtotal		30.60	
07. Fee Applications & Invoices			
5/1/2009	J. Dolan	0.50	Prepared March fee app.
5/8/2009	N. Backer	0.60	Prepared 21st Quarterly fee application.
5/8/2009	J. Dolan	0.90	Prepared March fee application.
5/12/2009	J. Dolan	0.70	Prepared fee application.
5/12/2009	N. Backer	0.30	Prepared March 09 fee application for filing.
5/13/2009	N. Backer	1.50	Prepared 21st Quarterly fee statement.
5/13/2009	J. Dolan	1.00	Prepared quarterly fee application.
5/21/2009	J. Dolan	0.80	Prepared April fee application.
5/21/2009	N. Backer	0.60	Prepared April Fee statement.
5/21/2009	E. Ordway	0.40	Prepared fee application.
5/26/2009	J. Dolan	0.40	Prepared April fee application.
5/26/2009	N. Backer	1.80	Prepared April fee statement.
Subtotal		9.50	

<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Detailed Time Description</b>
08. Financial Analysis - Schedules & Statements			
5/1/2009	R. Frezza	1.50	Read and analyzed Q1 09 results.
5/8/2009	J. Dolan	1.00	Began review of recent SEC filings.
5/11/2009	E. Ordway	0.40	Read and analyzed 10-Q and summarized items for staff to include in report.
5/11/2009	J. Dolan	2.20	Read and analyzed 1st quarter 10Q.
5/11/2009	J. Dolan	2.70	Prepared various analyses relating to the 1Q09 results for report to the Committee.
5/12/2009	J. Dolan	2.40	Prepared 1Q09 analyses and commentary for report to the Committee.
5/14/2009	J. Dolan	2.00	Prepared commentary related to 1Q09 analysis in report to the Committee.
5/14/2009	E. Ordway	0.30	Reviewed recent SEC filing.
5/14/2009	E. Ordway	1.70	Analyzed cash activity and prepared analysis for Committee report.
5/15/2009	J. Dolan	2.20	Prepared analyses for 1Q09 results for report to the Committee.
5/18/2009	J. Dolan	0.30	Prepared request for information from Debtors related to 2009 Plan and 1Q09 results.
5/18/2009	J. Dolan	2.90	Prepared various analyses of 1Q09 financial data for report to the Committee.
5/18/2009	J. Dolan	2.50	Prepared commentary to the report to the Committee on 1Q09 financial results.
5/18/2009	J. Dolan	1.90	Read and analyzed 1Q09 Financial Review and Executive Summary.
5/19/2009	S. Cunningham	2.30	Read and analyzed Q1 results and report.
5/19/2009	J. Dolan	2.80	Prepared request for additional information and sent to Blackstone and prepared report to the Committee.
5/28/2009	J. Dolan	0.80	Called counsel to discuss requested information, timing of receipt of information and other case issues.
5/28/2009	J. Dolan	1.80	Prepared for and participated in call with Debtors and Blackstone regarding Business Plan and 1Q09 request for additional information.
Subtotal		31.70	
09. Financial Analysis - Business Plan			
5/1/2009	S. Cunningham	2.30	Read and analyzed financial results for Plan.

<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Detailed Time Description</b>
5/7/2009	R. Frezza	0.50	Followed up on 2009 open data point requests.
5/11/2009	R. Frezza	0.90	Coordinated with counsel re: 2009 data for review.
5/11/2009	J. Dolan	1.60	Prepared analyses on a quarter by quarter basis for the 2009 business plan report to the Committee.
5/12/2009	J. Dolan	2.00	Prepared analyses and commentary for 2009 business plan report to the Committee.
5/14/2009	J. Dolan	1.30	Prepared commentary on 2009 business plan analysis in report to Committee.
5/15/2009	J. Dolan	2.10	Prepared analyses for business plan report to the Committee.
5/18/2009	R. Frezza	1.90	Read and analyzed 2009 Plan and prepared analysis thereon.
5/19/2009	R. Frezza	0.80	Continued 2009 Plan review, data request follow up and coordinated info request with company.
5/28/2009	R. Frezza	0.70	Conferred with counsel on next steps re: plan analysis.
5/28/2009	R. Frezza	2.10	Prepared for and participated in call with Blackstone and CFO re: 2009 Plan follow up questions.
5/29/2009	R. Frezza	0.90	Followed up on data provided by company; continued report preparation on 2009 2010 plans.

Subtotal 17.10

15. Plan & Disclosure Statement

5/12/2009	J. Dolan	0.80	Discussed Disclosure Statement issues with counsel.
5/13/2009	R. Frezza	0.90	Called counsel to discuss feasibility and other POR issues.
5/14/2009	E. Ordway	0.40	Read and analyzed plan supplement.
5/15/2009	R. Frezza	1.30	Discussed with counsel legal response regarding interest compounding and other emergence issues.
5/19/2009	E. Ordway	0.90	Read and analyzed amendment item 3 to the plan supplement.
5/20/2009	R. Frezza	1.40	Read and analyzed POR objections and responses.
5/21/2009	E. Ordway	0.70	Read counsels draft objection to the POR.
5/21/2009	R. Frezza	1.40	Read and analyzed POR objections and responses.
5/22/2009	R. Frezza	1.80	Read and analyzed Committee objection and Judges Motion.

<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Detailed Time Description</b>
5/22/2009	R. Frezza	0.90	Responded to various counsel info requests including Int scenario updates, audit fee levels, and other related data.
5/27/2009 thereafter.	R. Frezza	2.00	Prepared for and participated in committee call and call with company
Subtotal		12.50	
19. Tax Issues			
5/4/2009	J. Dolan	3.80	Prepared analyses and report to the Committee related to Specified Liability Loss carryback motion.
5/4/2009	R. Frezza	1.10	Continued report to the Committee related to the IRS settlement.
5/5/2009	J. Dolan	2.90	Prepared report to the Committee summarizing SLL carryback issues and our recommendation.
5/5/2009	R. Frezza	1.90	Prepared analyses and report to the Committee related to the IRS settlement.
5/6/2009	R. Frezza	0.90	Continued analysis and discussion re: IRS Settlement.
5/7/2009	E. Ordway	0.30	Prepared/edited report regarding IRS settlement.
5/7/2009	J. Dolan	1.30	Finalized SLL carryback IRS settlement report to the Committee for counsel review.
5/7/2009	R. Frezza	1.70	Continued preparation of IRS Settlement report to the Committee.
5/8/2009	J. Dolan	1.80	Discussed IRS Settlement report with counsel and incorporated comments into report and distributed to Committee.
Subtotal		15.70	
<b>Total Hours</b>		<b>154.00</b>	

## **W.R. Grace & Co.**

### **Capstone Advisory Group, LLC Expense Detail For the Period 5/1/09 through 5/31/09**

<b>Date</b>	<b>Professional</b>	<b>Detail</b>	<b>Amount</b>
Telecom			
5/14/2009	Capstone Expense	May telecom - Saddle Brook office	\$174.27
Subtotal - Telecom			\$174.27
Research			
5/12/2009	Capstone Expense	Bloomberg	\$47.00
5/12/2009	Capstone Expense	Pacer	\$20.40
Subtotal - Research			\$67.40
<b>For the Period 5/1/09 through 5/31/09</b>			<b>\$241.67</b>